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**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

'99 SEP 9 PM 1 00

OFFICE OF THE  
EXECUTIVE SECRETARY

In the Matter of the Application of )  
)  
**@link Networks, Inc.** )  
)  
for a Certificate of Convenience and )  
Necessity to Provide Local Exchange )  
and Interexchange Telecommunications )  
Services Throughout the State of Tennessee )

Docket No.

99-00663

**APPLICATION**

@link Networks, Inc. ("@link" or "Applicant"), by its undersigned counsel and pursuant to the provisions of T.C.A. §§ 65-4-201, Administrative Rules Chapter 1220-4-8, and the Federal Telecommunications Act of 1996 ("Federal Act" or "Act"), 47 U.S.C. § 251 *et seq.*, hereby applies for a Certificate of Convenience and Necessity to provide all forms of facilities-based and resold local exchange and interexchange telecommunications services throughout the State of Tennessee. In support of its application, @link provides the following information in compliance with Administrative Rule 1220-4-8-.04.

**I. Description of the Applicant**

1. 1220-4-8-.04(1)(c). Applicant's legal name is @link Networks, Inc. Applicant maintains its principal place of business at:

20825 Swenson Drive, Suite 150  
Waukesha, Wisconsin 53186  
Telephone: (414) 717-2000  
Facsimile: (414) 717-2010

**FILE**

CKH  
01/13/10  
25.02

2. Correspondence or communications pertaining to this application should be directed

to:

Dana Frix, Esq.  
Katherine A. Rolph, Esq.  
Swidler Berlin Shereff Friedman, LLP  
3000 K Street, NW, Suite 300  
Washington, DC 20007-5116  
Telephone: (202) 424-7500  
Facsimile: (202) 424-7645

Correspondence or communications regarding @link's ongoing operations should be directed

to:

Mary Jo Grant  
Regulatory Compliance Administrator  
20825 Swenson Drive, Suite 150  
Waukesha, Wisconsin 53186  
Telephone: (414) 717-2000  
Facsimile: (414) 717-2010

3. 1220-4-8-.04(1)(e). @link Networks, Inc. (formerly known as Dakota Services, Ltd.)

is a corporation organized under the laws of the State of Wisconsin and is authorized to transact business in the State of Tennessee. @link is a wholly-owned subsidiary of @link Holdings, Inc., a Delaware holding company with principal offices located in Waukesha, Wisconsin. A copy of @link's Certificate of Incorporation and Certificate of Authority to Transact Business in Tennessee are attached as Exhibit 1.

4. 1220-4-8-.04(1)(c). The officers and directors of @link are as follows:

Officers

Alexander H. Good - Chief Executive Officer  
Theodore Lasser - President  
Tom Jannsen - Acting Chief Financial Officer and Vice President of Finance

Directors

Theodore Lasser

@link's officers and directors may be reached at:

20825 Swenson Drive, Suite 150  
Waukesha, Wisconsin 53186  
Telephone: (414) 717-2000  
Facsimile: (414) 717-2010

5. 1220-4-8-.04(1)(d). @link does not currently have any corporate offices or officers located in Tennessee. The name and address of @link's registered agent Tennessee is:

CT Corporation System  
530 Gay Street  
Knoxville, TN 37902

## **II. Managerial, Technical, and Financial Qualifications (1220-4-8-.04(b))**

1. @link has the managerial and technical qualifications to provide facilities-based and resold local exchange and interexchange telecommunications service in Tennessee. @link's management team has considerable experience in marketing, network operations, engineering, financial analysis/accounting, sales, regulatory, and other relevant areas. Attached at Exhibit 2 is a description of the experience and expertise of @link's key management personnel. As demonstrated in Exhibit 2, these individuals have the experience necessary to operate a telecommunications company. Each member of @link's management team will draw upon his own experience, as well as the collective experience of the entire management team, to ensure that @link is managed and operated efficiently and profitably.

2. @link is technically qualified to provide the proposed telecommunications services in Tennessee. As the leading Data CLEC in the Midwest, @link currently serves customers in Chicago, Milwaukee, and 64 other cities in Illinois and Wisconsin. @link is rapidly expanding its Midwest operations to provide its xDSL-based broadband access solutions in additional markets

throughout the country. @link's technology allows for a breadth of broadband products including Internet access, secure VPNs, and other enhanced services via its xDSL-based broadband access and ATM-based backbone network. Advanced network capabilities with end-to-end quality of service distinguish @link in the Data CLEC marketplace.

3. 1220-4-8-.04(1)(g). @link Networks, Inc. (formerly known as Dakota Services, Ltd.) is authorized to provide telecommunications service in Alabama, Arkansas, California, Colorado, Connecticut, Illinois, Indiana, Kansas, Kentucky, Massachusetts, Michigan, Minnesota, Missouri, Montana, Nebraska, New Hampshire, New Jersey, New York, Ohio, Oklahoma, Pennsylvania, Rhode Island, South Carolina, Texas, Vermont, and Wisconsin. Applicant also is authorized to provide data telecommunications service (on an unregulated basis) in Iowa and Wyoming. @link has pending applications for authority to provide telecommunications service in Arizona, Delaware, the District of Columbia, Florida, Georgia, Idaho, Louisiana, Maine, Maryland, Mississippi, Nevada, North Carolina, North Dakota, Oregon, South Dakota, Utah, and West Virginia, and is in the process of obtaining authority to provide telecommunications services in New Mexico, Virginia, and Washington. Applicant is authorized to provide advanced telecommunications services as a Federal Data IXC through its tariff filed with the Federal Communications Commission on March 31, 1998. As a non-dominant common carrier, @link is not required to hold Federal Communications Commission authorization to provide domestic interstate telecommunications services. @link has not been denied requested certification in any jurisdiction, nor has it had a permit, license, or certificate revoked by any authority.

4. @link Networks, Inc. is financially qualified to provide intrastate interexchange and local exchange telecommunications services within Tennessee. A copy of @link's most recent

financial statements are attached under seal as Exhibit 3. @link is submitting this information in a separate sealed envelope and respectfully requests that it be treated confidentially and that it not be made a part of the public record or otherwise be made available for public disclosure.

**III. Proposed Services (1220-4-8-.04(1)(i))**

1. @link seeks authority to provide all forms of facilities-based and resold telecommunications services throughout the State of Tennessee, including both local exchange and interexchange telecommunications services. @link seeks authority to offer its services to business and residential customers as both a facilities-based carrier and a reseller of telecommunications services. Initially, @link intends to provide data transmission services only (utilizing DS1, DS3, and xDSL technology). @link requests authority, however, to provide the full range of local exchange and interexchange services in order to avoid having to amend its certificate in the event that it decides to provide voice service in the future. @link's data communications services will be available on a full-time basis, 24-hours a day, seven days a week.

2. @link will deploy xDSL technology to provide high-speed, high quality data connections. xDSL are point-to-point deployment technologies that allow multiple forms of data, voice, and video to be carried over standard twisted pair copper, or UNEs, on the local loop between the central office and consumer site. As 98% of all potential consumers, business and residential, have installed telephone lines, xDSL is the lower-cost solution to traditional T1, Fractional T1, or ISDN lines that carry cost-prohibitive installation fees. xDSL utilizes a higher frequency to ride over voice on standard twisted-pair copper (without any interference). xDSL provides the consumer "always on" business bandwidth over standard twisted-pair copper.

3. @link proposes to provide service over leased facilities, through the use of unbundled network elements purchased from other certificated carriers and through the resale of the services of other carriers.

4. As a national access provider, @link proposes to develop (through the lease of unbundled network elements) an intrastate Asynchronous Transfer Mode (“ATM”) backbone in Tennessee to service the last mile. The intrastate backbone will be interconnected to other state networks. Data switching is based on end points irregardless of whether the points are intrastate or interstate. Applicant has found that placing Points Of Presence (“POPs”) in population densities of 40,000 or more to be the most cost effective. Applicant will maintain virtual collocation facilities and will lease dark fiber UNEs from the ILEC. Information regarding @link’s estimated Tennessee intrastate costs is attached under seal as Exhibit 4. @link is submitting this information in a separate sealed envelope and respectfully requests that it be treated confidentially and that it not be made a part of the public record or otherwise be made available for public disclosure.

5. @link has executed negotiated interconnection agreements with BellSouth and with Sprint for Tennessee, so that it may commence its proposed Tennessee operations upon certification and Authority approval of the interconnection agreements.

#### **IV. Description of Operations and Regulatory Compliance**

1. 1220-4-8-.04(1)(a). @link will adhere to all applicable Authority rules, policies and orders governing the provision of local exchange and interexchange telecommunications services in the State of Tennessee.

2. A copy of @link’s Small and Minority-Owned Telecommunications Business Participation Plan is attached hereto as Exhibit 5.

3. @link's customer complaint procedures, termination policy and late charge policy are outlined in its illustrative tariff attached hereto at Exhibit 6. Customers may utilize @link's toll free number, (888) 375-9750, to make inquiries regarding services and billing during normal business hours. Emergency service will also be available through this number 24 hours per day, 7 days per week. The name, address and phone number of @link's customer service contact is:

Bill Goetz  
Customer Service Manager  
@link Networks, Inc.  
20825 Swenson Drive, Suite 150  
Waukesha, Wisconsin 53186  
(888) 375-9750

4. 1220-4-8-.04(1)(f). @link will handle repair and maintenance in Tennessee as follows. @link's customers may call toll free (888) 375-9750 to report service problems requiring repair or maintenance. @link will respond to repair and maintenance calls promptly and, where necessary, dispatch a service technician as soon as possible. Because customer satisfaction is extremely important to @link and to its success in the competitive marketplace, all commercially reasonable efforts will be made to address and resolve customer concerns as quickly as possible.

The name, address and telephone number of the contact person responsible for and knowledgeable about the provider's Tennessee operations are as follows:

Mary Jo Grant  
Regulatory Compliance Administrator  
20825 Swenson Drive, Suite 150  
Waukesha, Wisconsin 53186  
Telephone:(414) 717-2000  
Facsimile: (414) 717-2010

5. Customers will be billed directly by @link. A copy of @link's sample bill is attached hereto at Exhibit 7.

6. @link initially plans to offer only data services in Tennessee. To the extent that @link offers presubscription telecommunications services in the future, @link will establish internal sales and management procedures to verify that customers have affirmatively selected @link as their service provider. @link's internal policies regarding changes of local and long distance carries will comply with any applicable Tennessee policies, rules and orders governing such carrier changes and will be consistent with any applicable Federal Communication Commission's ("FCC's") telemarketing and carrier change rules.

7. @link will market its telecommunications services primarily to businesses that have a need for high-speed, affordable, reliable Internet access. @link intends to market its services through various means such as the Internet, direct mail and agent sales.

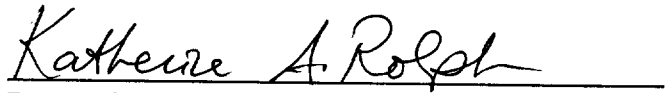
8. Applicant initially does not plan to provide voice grade service. If Applicant decides to provide voice grade service in the future, it will file a toll dialing parity plan for Authority consideration at least 60 days prior to offering voice grade service.

9. As discussed above, @link initially plans to offer data service only and currently does not plan to provide basic voice grade local exchange telephone service. Accordingly, @link seeks a waiver, (to the extent that such a waiver is required for a data services), from the following requirements set forth in Rule 1220-4-8-.04(3)(b): access to 911 and E911 emergency services, Operator and Directory Assistance, Tennessee Relay Center access and support, Blocking Service for 900, 976 -type services; Lifeline and Link-up Services, and educational discount requirements. @link will comply with the requirements of Rule 1220-4-8-.04(3)(b) if in the future @link begins to provide offering voice grade service in Tennessee.

V. **CONCLUSION**

For the foregoing reasons, @link Networks, Inc. requests that the Tennessee Regulatory Authority approve its application for a Certificate of Public Convenience and Necessity to provide all forms of facilities-based and resold local exchange and interexchange telecommunications services throughout the State of Tennessee.

Respectfully submitted,

A handwritten signature in cursive script, reading "Katherine A. Rolph", is written over a horizontal line.

Dana Frix, Esq.

Katherine A. Rolph, Esq.

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

3000 K Street, NW, Suite 300

Washington, DC 20007-5116

Telephone: (202) 424-7500

Facsimile: (202) 424-7645

Counsel for @link Networks, Inc.

Dated: September 3, 1999

## **EXHIBITS**

Exhibit 1	Articles of Incorporation and Certificate of Authority to Transact Business in Tennessee
Exhibit 2	Managerial Qualifications
Exhibit 3	Financial Qualifications
Exhibit 4	Estimated Tennessee Intrastate Costs
Exhibit 5	Small and Minority-Owned Telecommunications Business Participation Plan
Exhibit 6	Illustrative Tariff
Exhibit 7	Sample Customer Bill
Verification	
Certificate of Service	

**EXHIBIT 1**

**Articles of Incorporation  
and  
Certificate of Authority to Transact Business in Tennessee**

United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

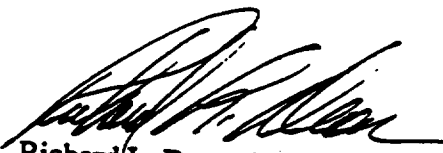
09 JUL -7 PM 3:00

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the document on file in the Corporations unit of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.

RECEIVED  
SECRETARY OF STATE  
STATE OF ARKANSAS

IN TESTIMONY WHEREOF, I have  
hereunto set my hand and affixed  
the official seal of the Department.



  
Richard L. Dean, Secretary  
Department of Financial Institutions

DATE: JUN 24 1999

BY: Robert Karies

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

ARTICLES OF MERGER

OF

@LINK MERGER SUB. INC.

WITH AND INTO

DAKOTA SERVICES, LTD.

JUN 01 12:00PM

#. C

153273 DDCORP-MI

100.00

CI L031896

JUN 01 12:00PM

#. D

153273 EXPED 25

25.00

OI D026872

The undersigned officer of Dakota Services, Ltd., a Wisconsin corporation ("Dakota"), pursuant to Section 180.1105 of the Wisconsin Statutes, hereby certifies as follows:

1. The Plan of Merger by and between @Link Merger Sub, Inc., a Wisconsin corporation ("@Link Merger Sub"), and Dakota (the "Plan of Merger") is attached hereto as Exhibit A and made a part hereof.
2. The Plan of Merger was adopted and approved by the Board of Directors of Dakota as of May 6, 1999 and was approved by the Shareholders of Dakota as of May 27, 1999 in accordance with Section 180.1103 of the Wisconsin Statutes.
3. The Plan of Merger was adopted and approved by the Board of Directors and was approved by the sole shareholder of @Link Merger Sub as of May 27, 1999 in accordance with Section 180.1103 of the Wisconsin Statutes.
4. The Plan of Merger was adopted and approved by the Board of Directors of @Link Holdings, Inc., a Delaware corporation that is the parent corporation of @Link Merger Sub.
5. The proposed merger has complied with all applicable provisions of the laws of the State of Wisconsin.

IN WITNESS WHEREOF, Dakota Services, Ltd. has caused these Articles of Merger to be executed as of May 27, 1999

DAKOTA SERVICES, LTD.

By: 

Theodore Lasser, President

This instrument was drafted by:

Peter J. Faust  
O'Neil, Cannon & Hollman, S.C.  
111 East Wisconsin Avenue, #1400  
Milwaukee, Wisconsin 53202

99 MAY 28 PM 12:13

RECEIVED - DEPT OF  
FINANCIAL INSTITUTIONS  
STATE OF WISCONSIN

**EXHIBIT A**  
**PLAN OF MERGER**

1. The names of the corporations proposing to merge are Dakota Services, Ltd., a Wisconsin corporation ("Dakota" or the "Surviving Corporation"), and @Link Merger Sub, Inc., a Wisconsin corporation ("@Link Merger Sub"). @Link Merger Sub is a wholly owned subsidiary of @Link Holdings, Inc., a Delaware corporation ("@Link Holdings, Inc.").

2. Subject to the terms and conditions of this Plan of Merger, as of the Effective Time (as defined below), @Link Merger Sub shall be merged with and into Dakota and the separate corporate existence of @Link Merger Sub shall cease (the "Merger"). Dakota shall be the Surviving Corporation and shall continue to be governed by the laws of the State of Wisconsin. The separate corporate existence of Dakota with all its rights, privileges, immunities, powers and franchises shall continue unaffected by the Merger. The Merger shall be effected in accordance with the applicable provisions of the Wisconsin Business Corporation Law and this Plan of Merger.

3. The Merger shall become effective as of 12:01 a.m. on June 1, 1999 (the "Effective Time").

4. The Articles of Incorporation of Dakota at the Effective Time shall be and remain the Articles of Incorporation of the Surviving Corporation, except that Article 1 shall be amended in its entirety to read as follows:

"The name of the corporation is @Link Networks, Inc."

5. At the Effective Time, each issued and outstanding share of common stock of Dakota shall be extinguished in the Merger, and in consideration thereof, @Link Holdings, Inc. will issue to the shareholders of Dakota 1 share of its Class A Common Stock, par value of .001¢ per share, and 5/8 of one share of its Class B Common Stock, par value of .001¢ per share, for each share of common stock, no par value, of Dakota owned by the shareholders of Dakota (the "Dakota Stock"). The Dakota Stock constitutes all of the issued and outstanding shares of capital stock of Dakota. After these transactions @Link Networks, Inc. f/k/a Dakota will be a wholly-owned subsidiary of @Link Holdings, Inc.

6. Dakota, @Link Merger Sub and @Link Holdings, Inc. intend that the Merger shall constitute a tax-free reorganization within the meaning of Section 368(a)(1)(A) and Section 368(a)(2)(E) of the Internal Revenue Code of 1986, as amended.

7. This Plan of Merger may be terminated and the Merger may be abandoned at any time before the Effective Time by the Board of Directors of Dakota, @Link Merger Sub or @Link Holdings, Inc. if any such Board of Directors determines that the Merger is not in the best interests of its respective corporation.

ARTICLES OF MERGER \_ Ch. 180

@LINK MERGER SUB, INC.

01 L031896

into

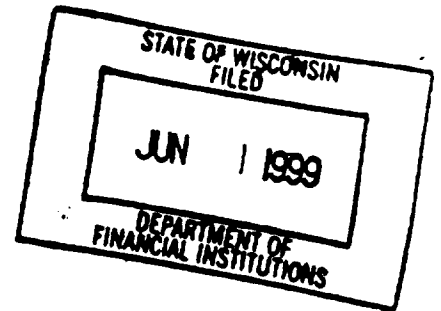
DAKOTA SERVICES, LTD.

01 D026872

- Survivor -

Amends articles of incorporation  
of survivor to

CHANGE CORP NAME



DOM  
180 181 185

United States of America

State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that

DAKOTA SERVICES, LTD.

is a domestic corporation organized under the laws of this state and that its date of incorporation is March 6, 1997.

I further certify that corporation has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921 or 181.1622, Wis. Stats., and that it has not filed articles of dissolution.



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and affixed the official seal  
of the Department on May 7, 1999

A handwritten signature in dark ink, appearing to read 'Richard L. Dean'.

RICHARD L. DEAN, Secretary  
Department of Financial Institutions

BY: *Robert Kaus*

---

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

OK dm

97 MAR 6 A8:00

ARTICLES OF INCORPORATION  
OF  
DAKOTA SERVICES, LTD.

The undersigned incorporator hereby adopts the following articles of incorporation for the purpose of forming a corporation (the "corporation") under the Wisconsin Business Corporation Law, ch. 180, Stats.

MAR 06 12:00PM

ARTICLE 1

Name

178525 DCORP-WI

100.00

The name of the corporation is Dakota Services, Ltd.

ARTICLE 2

Authorized Shares

The aggregate number of shares that the corporation shall have authority to issue is 10,000. The corporation's authorized shares shall consist of one class only and shall be designated as common stock ("common stock"), without par value.

ARTICLE 3

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 212 W. Wisconsin Ave. #700, Milwaukee, WI 53203. The name of the corporation's initial registered agent at this address is Glenn A. Hall.

ARTICLE 4

Incorporator

The name and address of the incorporator of the corporation is Glenn A. Hall, 212 W. Wisconsin Ave. #700, Milwaukee, WI 53203.

ARTICLE 5

Preemptive Rights

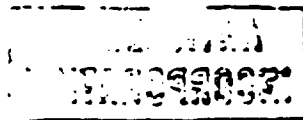
The corporation elects to have preemptive rights.

ARTICLE 6

Restrictions on Transfer

If the corporation's shareholders enter into one or more unanimous written agreements with the corporation that impose limitations on the transfer of shares of the corporation's stock or that otherwise provide for the purchase and sale of outstanding

11 N 576527



shares upon the happening of certain events and contingencies, each such agreement shall be binding on the parties to the agreement in all respects, and any attempted transfer of shares in violation of the agreement's terms and provisions shall be void and ineffective in all respects. If any such agreement so provides, all persons who subsequently acquire shares shall be bound by the agreement's terms and provisions as if they were signatories to the agreement.

Dated: March 4, 1997.

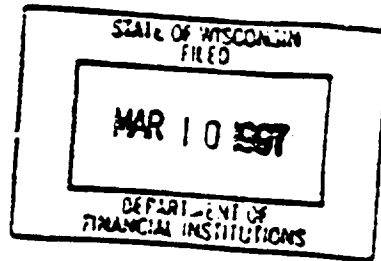
Glenn A. Hall  
Glenn A. Hall  
Incorporator

This document was drafted by  
Attorney John A. Zedrow  
John Miller Carroll, 3.C.  
212 W. Wisconsin Ave. #212  
Milwaukee, WI 53203

**ARTICLES OF  
INCORPORATION**

Chap. 180

\$100.00  
Kc



Return acknowledgment copy to:  
**JOHN MILLER CARROLL**  
**LAW OFFICES**  
212 W. Wisconsin Ave., Ste. 1000  
Milwaukee, WI 53203  
(414) 291-9404

**Secretary of State**

**Corporations Section**

**James K. Polk Building, Suite 1800**

**Nashville, Tennessee 37243-0306**

DATE: 06/30/99

REQUEST NUMBER: 3704-2845

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 06/30/99 1055

EFFECTIVE DATE/TIME: 06/30/99 1055

CONTROL NUMBER: 0348560

TO:  
@LINK NETWORKS, INC.  
20285 SWENSON DR  
STE 150  
WAUKESHA, WI 53186

RE:  
@LINK NETWORKS, INC.  
APPLICATION FOR AMENDED CERTIFICATE OF  
AUTHORITY - FOR PROFIT

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN  
EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR  
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR AMENDED CERTIFICATE OF  
AUTHORITY - FOR PROFIT

ON DATE: 06/30/99

FROM:  
C T CORPORATION SYSTEM (CHICAGO, IL.)  
208 S LASALLE ST  
CHICAGO, IL 60604-0000

	FEES	
RECEIVED:	\$20.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$20.00
RECEIPT NUMBER: 00002516039		
ACCOUNT NUMBER: 00000592		



*Riley C. Darnell*

**RILEY C. DARNELL  
SECRETARY OF STATE**

Application for Certificate of Authority

**Directors of  
@link Networks, Inc.**

---

1. Theodore Lasser, President  
20825 Swenson Drive, Suite 150  
Waukesha, Wisconsin 53186
2. Mike Krzus, Member  
20825 Swenson Drive, Suite 150  
Waukesha, Wisconsin 53186

Application for Certificate of Authority

**Officers of  
@link Networks, Inc.**

---

1. Theodore Lasser, President & Chief Executive Officer  
20825 Swenson Drive, Suite 150  
Waukesha, Wisconsin 53186
2. Doug Zolnick, Chief Technology Officer  
20825 Swenson Drive, Suite 150  
Waukesha, Wisconsin 53186
3. Tom Jannsen, Acting Chief Financial Officer  
20825 Swenson Drive, Suite 150  
Waukesha, Wisconsin 53186

DOM  
180 181 185

United States of America

State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that

**@LINK NETWORKS, INC.**

is a domestic corporation organized under the laws of this state and that its date of incorporation is March 6, 1997.

I further certify that corporation has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921 or 181.1622, Wis. Stats., and that it has not filed articles of dissolution.



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and affixed the official seal  
of the Department on June 24, 1999

A handwritten signature in cursive script, appearing to read 'Richard L. Dean'.

RICHARD L. DEAN, Secretary  
Department of Financial Institutions

BY: A handwritten signature in cursive script, appearing to read 'Robert Kane'.

---

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

# APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

Dakota Services Ltd. Corporation

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-104 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is @LINK NETWORKS, INC.

If different, the name under which the certificate of authority is to be obtained is \_\_\_\_\_

2. The state or country under whose law it is incorporated is Wisconsin

3. The date of its incorporation is March 6, 1997 (must be month, day, and year), and the period of duration, if other than perpetual, is Perpetual

4. The complete street address (including zip code) of its principal office is \_\_\_\_\_

20285 Swenson Drive, Ste. 150, Waukesha, WI 53186

Street	City	State/Country	Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee is \_\_\_\_\_

530 Gay Street, Knoxville, TN 37902

Street	City/State	County	Zip Code

The name of its registered agent at that office is CT Corporation System

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

(See Attached)

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)

(See Attached)

8. The corporation is a corporation for profit.

9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is \_\_\_\_\_, 19\_\_\_\_ (date), \_\_\_\_\_ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than one (1) month prior to the date

# Secretary of State

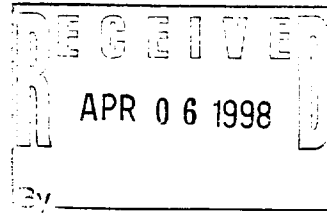
## Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 04/02/98  
REQUEST NUMBER: 3489-0630  
TELEPHONE CONTACT: (615) 741-0537  
FILE DATE/TIME: 04/02/98 1451  
EFFECTIVE DATE/TIME: 04/02/98 1451  
CONTROL NUMBER: 0348560

TO:  
DAKOTA SERVICES, LTD, CORP  
20800 SWENSON DR  
SUITE 440  
WAUKESHA, WI 53186



RE:  
DAKOTA SERVICES, LTD. CORPORATION  
APPLICATION FOR CERTIFICATE OF AUTHORITY -  
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -  
FOR PROFIT

ON DATE: 04/02/98

FROM:  
C T CORPORATION SYSTEM (CHICAGO, IL.)  
208 S LASALLE ST  
CHICAGO, IL 60604-0000

RECEIVED: FEES \$300.00 \$300.00  
TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00002282713  
ACCOUNT NUMBER: 00000592



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

Appendix to Tennessee  
Application for Certificate of Authority

**Officers of  
Dakota Services, Ltd.**

- 
1. Glenn Hall, Chief Executive Officer  
20800 Swenson Drive, Suite 440  
Waukesha, Wisconsin 53186
  2. Gordon Foster, Chief Financial Officer  
20800 Swenson Drive, Suite 440  
Waukesha, Wisconsin 53186
  3. Terrance Tovar, Chief Operations Officer  
20800 Swenson Drive, Suite 440  
Waukesha, Wisconsin 53186
  4. Craig Anderson, Executive Vice President Project Development  
20800 Swenson Drive, Suite 440  
Waukesha, Wisconsin 53186
  5. Steven Fisher, Executive V.P. of Technology Dev.  
20800 Swenson Drive, Suite 440  
Waukesha, Wisconsin 53186
  6. Joseph Cox, Exec. V.P. of Sales & Marketing  
20800 Swenson Drive, Suite 440  
Waukesha, Wisconsin 53186
  7. Theodore Lasser, Exec. V.P. of Network Services  
20800 Swenson Drive, Suite 440  
Waukesha, Wisconsin 53186

United States of America

93 APR -2 PM 1:02

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

93 APR -2 PM 3:51  
SECRETARY OF STATE

To All to Whom These Presents Shall Come, Greeting:

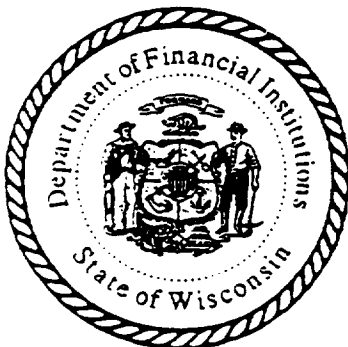
I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that


DAKOTA SERVICES, LTD.

is a domestic corporation organized under the laws of this state and that its date of incorporation is MARCH 6, 1997.

I further certify that said corporation has not yet completed its initial report year and, accordingly, has not filed an annual report under sec. 180.1622, 180.1921, or 181.651 of the Wisconsin Statutes; and that said corporation has not filed articles of dissolution.

IN TESTIMONY WHEREOF, I have  
hereunto set my hand and affixed  
the official seal of the Department  
on MARCH 24, 1998.



  
Richard L. Dean, Secretary  
Department of Financial Institutions

BY: Patricia Weber

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

# APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

FILED

Dakota Services, Ltd.

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

98 APR 12 PM 2:51  
SECRETARY OF STATE

1. The name of the corporation is Dakota Services, Ltd.

If different, the name under which the certificate of authority is to be obtained is Dakota Services, Ltd.

## Corporation

[NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. If obtaining a certificate of authority under an assumed corporate name, an application must be filed pursuant to Section 48-14-101(d).]

2. The state or country under whose law it is incorporated is Wisconsin

3. The date of its incorporation is March 6, 1997 (must be month, day, and year), and the period of duration, if other than perpetual, is \_\_\_\_\_

4. The complete street address (including zip code) of its principal office is \_\_\_\_\_

20800 Swenson Drive, Suite 440, Waukesha, Wisconsin 53186

Street	City	State/Country	Zip Code
530 GAY STREET	KNOXVILLE, TN	KNOX	37902

5. The complete street address (including the county and the zip code) of its registered office in this state is

Street	City/State	County	Zip Code
530 GAY STREET	KNOXVILLE, TN	KNOX	37902

The name of its registered agent at that office is

CT CORPORATION SYSTEM

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

See attached list of officers

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)

Glenn Hall, 20800 Swenson Drive, Suite 440, Waukesha, Wisconsin 53186

8. The corporation is a corporation for profit.

9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is

N/A, 19 \_\_\_\_\_ (date), \_\_\_\_\_ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

**EXHIBIT 2**

**Managerial Qualifications**

## **MANAGEMENT BIOGRAPHIES**

@link Networks, Inc. ("@link") has assembled an outstanding and experienced team of industry professionals to achieve its mission of market leadership. @link's executive team have developed substantial expertise in the telecommunications and data service ("DSL") industry, and have held key technical, marketing and financial positions at leading DSL equipment and CLEC services companies. The following summaries highlight management's extensive background:

### **Alexander H. Good- Chief Financial Officer**

Mr. Good joins @Link from Bell Atlantic, where he was most recently Executive Vice President of strategy, corporate development and performance assurance, and led the company's mergers with both NYNEX and GTE. Mr. Good was a member of Bell Atlantic's eight-person Executive Committee, and reported to the Chairman. While at Bell Atlantic, Mr. Good was directly responsible for the corporation's strategic initiatives, mergers and acquisitions, corporate development initiatives, and performance assurance for business units. Among his most recent accomplishments were overseeing and heading the integration teams for both the Bell Atlantic/NYNEX and Bell Atlantic/GTE mergers. Prior to the merger of Bell Atlantic and NYNEX, Mr. Good served as Corporate Senior Vice President and as President and Chief Executive Officer of Bell Atlantic International, Inc. Prior to joining Bell Atlantic, Mr. Good was Senior Vice President of Mobile Telecommunications Technologies Corporation (MTEL, currently SkyTel Communications) and President of its MTEL International unit.

Earlier in his professional career, Mr. Good was appointed by President Reagan to several key positions in the U.S. government, including Assistant Secretary of the Department of Commerce from 1985 to 1988. He also worked with the law firms of O'Melveny and Myers, and Jones, Day, Reavis and Pogue, where his practice included international telecommunications and cable television transactions. Mr. Good received an A.B. from the University of California, Berkeley and a J.D. from Loyola University School of Law in Los Angeles.

### **Theodore Lasser - President / Founder**

Mr. Lasser has over 25 years experience in the telecommunications business. In addition to management assignments with Ameritech's Wisconsin Bell, Mr. Lasser was Executive Manager and one of the early founders of Schneider Communications (now Frontier Communications) - an IXC operating throughout the Midwest. His collective responsibilities included business development, marketing, and executing product and service strategies for end-users. In 1990 Ted founded Telcore

Holdings, a business specializing in network and Wide Area Network design services. In 1997 Mr. Lasser spun off the assets of that company to become one of the founding members and early investors of Dakota Services which today has become @link Networks, Inc. Mr. Lasser has held various executive positions such as Vice President Network Services, Chief Operating Officer and CEO/President prior to his current position as President of @link Networks, Inc. He is a recognized expert in the DSL industry and has been asked to comment on the technology before congressional committees. He holds dual degrees in Business Management and Marketing from Cardinal Stritch University and is a decorated Vietnam veteran.

#### **Douglas Zolnick - Chief Technology Officer**

Mr. Zolnick has over 13 years of experience in the telecommunications industry. His background and expertise are in the areas of multi-service access, transmission, core switching, transparent LAN service, Frame Relay, ISDN, BISDN, SONET, SDH, cell relay, circuit emulation, Internet access and distribution. Mr. Zolnick has worked with EDS\*LINK, EDS video conferencing and GM Infranet IP. He is experienced with ATM, LAN/V LAN switching/ routing technologies. Mr. Zolnick has held assignments across the industry with companies like EDS, Xylan, DSC, and NTIA Institute of Telecommunications Sciences and BDM Corporation. He holds a Bachelors Degree in Business with a minor in Electrical Engineering from the University of Colorado and has his EIT certification.

#### **William L. Edwards - Chief Scientist**

Mr. Edwards has 18 years of experience in applied research, network architectures, protocols and broadband access. Mr. Edwards has worked for Sprint, Bell Labs, Pac Bell and the Independent Telecommunications Network. He has served as a consultant to the State of Arizona, BDM Corporation, First Pacific Networks and others. Mr. Edwards' work over the last 8 years has focused on strategic technology in applied research of high-speed computer and lightwave networks. He is an ION patent holder, founding member of the ATM forum and referees/edits technical papers for IEEE. Mr. Edwards has held positions as McKay visiting professor and adjunct professor in Mathematics, Photonic and Lightwave research and high speed data networks at Texas A&M, the University of Texas, Cal-Berkley, and the University of Kansas. He has a BS in mathematics from Brigham Young University, a MS and a MBA from National University, and a Ph.D. in Mathematical Physics from U.S. International University.

#### **Thomas M. Jannsen, CPA - VP of Finance**

Mr. Jannsen has 22 years of experience in Public Accounting. He was a shareholder and partner in the firm of Jannsen and Co., S.C. Mr. Jannsen provided CPA/consulting services to @link prior to accepting the position of Vice President of Finance. He has provided strategic direction to @link in areas of capital formation, operations, finance, leasing, and vendor contracts. His public accounting experience has given him cross industry background in telecommunications, real estate

and real estate development, advertising, printing, wholesale distribution and manufacturing. Mr. Jannsen has served as chair of the management consulting services committee of CPA America, Inc. Mr. Jannsen is also a member of AICPA and the WICPA, where he serves on the public policy committee. He is involved in ScoutNet 2000 for the local Boy Scouts of America council. Mr. Jannsen has a BBA in accounting from the University of Wisconsin Milwaukee.

### **Dan Garvey - VP National Wholesale Services**

Mr. Garvey brings over 12 years of sales and marketing experience to @link. Most recently, he was Sales Manager for McLeodUSA. Mr. Garvey was responsible for all aspects of recruiting, hiring, training, coaching, and managing a regional sales and support staff. Prior to working at McLeodUSA Mr. Garvey developed and maintained a sales and marketing strategy for the regional interconnect Allcom, and marketed telecommunications and data products to enterprise customers for them. Mr. Garvey joined @link as Regional Sales Manager where he structured the current sales staff compensation strategies and many of the early marketing concepts. In his current role with @link, he is responsible for building and directing @link's National Wholesale Services organization. His organization develops long term strategic relationships with ISP's and data network providers that will sell @link services to their target markets.

### **Julie Ols - Director of Provisioning**

Ms. Ols has 18 years experience in the telecommunications industry. She held a variety of management positions with Ameritech's Long Distance Information Services division. Ms. Ols worked with both consumer and business accounts while at Ameritech. She designed and delivered training for AIDIS service centers, managed service center operations, and was responsible for the transition and consolidation of 4 service centers in to one location. She has supervised a service order/billing inquiry unit of 32 people. Ms. Ols was rated the number one trainer in the Ameritech region and serve as a consultant to Ameritech on instructional materials for temporary employee staffing service centers. Ms. Ols is currently responsible for all provisioning activities, installation, and the Network Operations Center at @link. Ms. Ols was @link's primary contact with Ameritech for the deployment of @link's first 100 central office switches. Ms. Ols has a degree in Business Administration from Mount Mary College.

### **Chris Brown - Director of Network Operations**

Mr. Brown brings a solid technical background to @link. He holds certifications for Xylan Omniswitch, Cisco router configuration (both basic and advanced), CascadeView, and Cascade Frame Relay configuration. He has worked with NT OC-48, NT DMS-250 switching, Alcatel 3139 and 21130 and is a certified Ciena WDM administrator. Mr. Brown served as an Operations Technician for LDDS Worldcom before moving to Brooks Fiber where he was involved in the design and implementation of an ATM network covering the state of Texas. He also was the System Administrator for the Operations Department that managed the network via UNIX based

workstations. Currently, Mr. Brown is responsible for the design, upgrade and operation of @link's current ATM backbone network. Mr. Brown has pursued technical course work at Tarrant County College in Fort Worth Texas.

#### **Gregg Lewis - Controller**

Mr. Lewis has 19 years experience as a Controller. He came to @link from Waste Management of Wisconsin. Waste Management's Southeast Wisconsin division was its largest division with annual sales in excess of 55 million dollars and over 275 employees. Mr. Lewis performed all the duties associated with the position including General Ledger, monthly closing, financial statements, business reviews, projections, annual budgets, cash flow pro formas and capital expenditure analysis. In addition, Mr. Lewis served as team leader on the process improvement team, trained new controllers, and assisted in maintaining the best and highest customer and employee satisfaction indexes in the country. Mr. Lewis holds a BS degree in Business Administration from the University of Wisconsin's Stevens Point.

#### **Jim Webb - VP and General Manager - Great Plains Region**

Mr. Webb brings over 30 years of telecommunications background to @link Networks. Mr. Webb worked for Sprint, Ltd. in engineering and construction management. He also worked in Washington D.C. on regulatory issues facing the telecommunications industry. Mr. Webb came to @link as the Director of Network Operations before being promoted to Vice President. He has a bachelor's degree from Drake University and MBA degrees from Central Michigan and the University of St. Thomas.

#### **Mark Wilton - VP and General Manager - South Region**

Mr. Wilton has over 18 years of telecommunications experience. Mr. Wilton has worked for IBM/ROLM and Centigram communications. As a Manager at IBM he was ranked in the top 5% worldwide in sales production. At Centigram he was responsible for sales to the Ameritech account. He was recognized for being most responsible for increasing sales of all products to Ameritech. Mr. Wilton is active in the voice response and video conferencing industry and founded Voice Services, which now provides voice mail service to over 3,000 customers nationwide. Mr. Wilton holds a Marketing degree from the University of Wisconsin La Crosse.

### **Randy Gascoigne - Human Resource Manager**

Mr. Gascoigne has 26 years of experience in the telecommunications industry. Mr. Gascoigne spent 25 years with AT&T/Wisconsin Bell/Ameritech. His primary duties were in the areas of sales, sales management and customer service. He has managed sales and customer service organizations serving the entire spectrum of business accounts from small businesses to fortune 1000 companies. Mr. Gascoigne also has 4 years experience as a Management Recruiter for Ameritech and managed the Associate Employment office for its Wisconsin region. That office served 3,500 to 5,000 applicants annually. In that role he streamlined the hiring process, trained interviewers, and managed the Placement Bureau. Mr. Gascoigne also has taught at the Milwaukee School of Engineering and the Milwaukee College of Business. He has done independent consulting in the area of sales skills and time and territory management for sales people. Mr. Gascoigne has a BS degree from the University of Wisconsin, Whitewater.

### **Mike Manchester - Sales Manager Wisconsin**

Mr. Manchester has over 9 years of sales experience in the technical sector. As a Senior Regional Sales Representative for Sentinel Computer Services, he acquired and maintained accounts for IBM, Wang and DEC. He was a 100% club member for all eligible periods. Mr. Manchester served as a Senior Account Manager for Imation Corporation, an Internet services group. While at Imation he called on core business units initiating, conceptualizing and developing Internet, Intranet and extranet solutions for the printing, medical imaging, and data storage industries. Just prior to coming to @link, Mr. Manchester held the position of Corporate Account Manager responsible for increasing market share for Imation products in its fortune 1000 accounts. Mr. Manchester has a BBA in Finance from the University of Wisconsin, Milwaukee.

### **Deborah Ambruso - North Central Wholesale Manager**

Ms. Ambruso has 9 years of experience in the telecommunications industry. As a Major Account Manager with MCI/Worldcom, she was responsible for the design and implementation of voice, data, ATM and Frame Relay services to medium and large companies in Wisconsin. While an Account Manager, she was #1 in sales in Wisconsin and ranked 3<sup>rd</sup> overall in the Ameritech region. Ms. Ambruso was a member of the Presidents Club Circle of Excellence as an Account Manager. Promoted to Sales Manager, her team increased sales by 103% and she assisted 75% of her sales team in meeting or exceeding quota. Prior to working at MCI, Ms. Ambruso worked for Mobilecomm Communications selling voicemail and paging products. Debbie has a Bachelors Degree from the University of Wisconsin.

**EXHIBIT 3**

**Financial Statements**

*[Confidential and Proprietary]*

**EXHIBIT 4**

**Estimated Tennessee Intrastate Costs**

*[Confidential and Proprietary]*

**EXHIBIT 5**

**Small and Minority-Owned Telecommunications Business Participation Plan**

**@LINK NETWORKS, INC.**  
**SMALL AND MINORITY OWNED**  
**TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN**

**Policy Statement**

@link Networks, Inc. (“@link”) will, to the extent that it is feasible and economical, attempt to purchase goods and services from small and minority telecommunications businesses in connection with the provision of @link’s data transmission services in Tennessee, and will provide, to the maximum extent feasible, technical assistance to such businesses in Tennessee.

**Definitions**

@link - @link Networks, Inc.

Small Business- a telecommunications business with annual gross receipts of less than four million dollars (as defined pursuant to T.C.A. § 65-5-212).

Minority Business- a telecommunications business that is solely owned, or at least fifty-one percent of the assets or outstanding stock of which is owned by an individual who personally manages and controls the daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (as defined pursuant to T.C.A. § 65-5-212).

**Implementation**

@link will undertake all reasonable efforts to ensure that opportunities for small and minority owned telecommunications businesses to do business with @link are equivalent to those provided to those entities which are not small and/or minority owned. @link will make known to its employees the purpose of this plan.

@link will undertake efforts to identify eligible small business and minority business providers of goods and services of the type it expects to use in its Tennessee operations. In particular, the plan administrator will use the following resources to identify qualified businesses: the Chambers of Commerce, the Tennessee Department of Economic and Community Development, the U.S. Small Business Administration, and the Office of Minority Business of the U.S. Department of Commerce, the National Minority Supplier Development Council, the National Association of Women Business Owners, and the National Association of Minority Contractors.

@link will invite bids or proposals, or otherwise solicit offers from small and minority-owned telecommunications businesses to furnish goods and services to @link in connection with its Tennessee operations. Selection of contractors will be based upon price and quality considerations, with full and equal consideration given to proposals submitted by small businesses and minority businesses.

## **Administrator**

This plan will be administered by:

Mary Jo Grant  
20825 Swenson Drive, Suite 150  
Waukesha, Wisconsin 53186  
(414) 717-2000 (Telephone)  
(414) 717-2010 (Facsimile)

In addition to identifying qualified minority/small businesses, the plan administrator will develop policies and procedures to assure the success of the plan. Specifically, the plan administrator's responsibilities pursuant to this plan include the following:

- i. To develop and maintain a list of eligible Small and Minority-Owned Telecommunications Businesses.
- ii. To obtain available resources for identifying Small and Minority-Owned Telecommunications Businesses interested in furnishing goods and services to @link to cultivate an awareness among such businesses as to any opportunities to develop business relations with @link.
- iii. To serve as a resource for technical assistance to Small and Minority-Owned Telecommunications Businesses and to refer such businesses to sources of information and other technical assistance.
- iv. To ensure that Small and Minority-Owned Telecommunications Businesses are included in the solicitation for goods and services which they are capable of providing.
- v. To review solicitations to ensure that they do not inhibit competition from Small and Minority-Owned Telecommunications Businesses for contracts for goods and services which they are capable of providing such services.
- vi. To maintain @link's records of solicitations and contract awards, and any related correspondence.
- vii. To review and evaluate @link's annual performance on Small and Minority-Owned Telecommunications Business contracting.
- viii. To provide required records and reports and to cooperate in any authorized review or reasonable and appropriate surveys or studies by the Tennessee Regulatory Authority.

- ix. To ensure that @link submit reports, as may be required, for use in connection with subcontracting plans by the Tennessee Regulatory Authority and/or the State of Tennessee.
- x. To prepare and submit annual updates to this Plan as required by T.C.A. § 65-5-212.

## **Records**

If and when @link decides to purchase goods and services from a third party in Tennessee in connection with its Tennessee operations, @link will maintain records relating to this plan for the purpose of evidencing the implementation of this policy, for use by @link in evaluating the effectiveness of this plan and in obtaining the policy goal as set forth in this plan, and for use in updating this plan on an annual basis with the Tennessee Regulatory Authority, or as otherwise required. In conjunction with this Record Maintenance, @link reserves the right to designate documents, reports, surveys and/or studies as “confidential” or “proprietary.”

***This plan is a statement of objectives and is not intended to create any legal obligation of @link Networks, Inc. or any of its employees.***

**EXHIBIT 6**

**Illustrative Tariff**

TARIFF SCHEDULE APPLICABLE TO  
INTRASTATE TELECOMMUNICATIONS SERVICES  
WITHIN THE STATE OF TENNESSEE  
BY  
@LINK NETWORKS, INC.



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Issued: September 7, 1999

Effective:

Issued By: @link Networks, Inc.  
20825 Swenson Drive, Suite 150  
Waukesha, WI 53186

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CHECK SHEET

The Title Sheet and Sheets 1 through 20, inclusive, of this tariff are effective as of the date shown.\* The revised sheets listed below contain all changes from the original tariff that are in effect on the date shown.

<u>Sheets</u>	<u>Number of Revision</u>
1	Original
2	Original
3	Original
4	Original
5	Original
6	Original
7	Original
8	Original
9	Original
10	Original
11	Original
12	Original
13	Original
14	Original
15	Original
16	Original
17	Original
18	Original
19	Original
20	Original

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Issued: September 7, 1999

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20825 Swenson Drive, Suite 150  
Waukesha, WI 53186

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Issued: September 7, 1999

Effective:

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20825 Swenson Drive, Suite 150  
Waukesha, WI 53186

PARTICIPATING CARRIERS

None

EXPLANATION OF SYMBOLS

R [X] to signify a rate reduction  
I [X] to signify a rate increase  
C [X] to signify a changed regulation  
T [X] to signify a change in text but no change in a rate  
or regulation  
S [X] to signify a reissued matter  
M [X] to signify a matter relocated without change  
N [X] to signify a new rate or regulation  
D [X] to signify a discontinued rate or regulation  
Z [X] to signify a correction  
N/A [X] to signify a non-active service

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Issued: September 7, 1999

Effective:

Issued By: @link Networks, Inc.  
20825 Swenson Drive, Suite 150  
Waukesha, WI 53186

## 1. GENERAL INFORMATION

This tariff contains the regulations and rates applicable to the provision of Service by @link Networks, Inc. This tariff is not applicable to non-common carrier services or to services that are not jurisdictionally intrastate.

## 2. REGULATIONS

### 2.1 Definitions

For the purpose of this Tariff, the following definitions will apply:

Advance Payment: Part or all of payment required before start of Service.

Application for Service/Service Application/Service Order: Standard Company order form(s) which in total includes all pertinent billing, technical and other descriptive information which will enable the Company to provide Service.

Authorized User: A person, firm, corporation or other entity (including Customer) that either is authorized by the Customer to receive or send communications or is placed in a position by the Customer, either through acts or omissions, to send or receive communications.

Business Applicant: A Business Applicant is any entity or individual who applies for Service under this Tariff whose primary use of the Service will be of a business, professional, institutional, or otherwise occupational nature.

Business Customer: A Business Customer is a Customer who subscribes to the Company's Service(s) and whose primary use of the Service is of a business, professional, institutional, or otherwise occupational nature.

Business Service: A Service is classified as Business Service where the use is primarily or substantially of a business, professional, institutional, or otherwise occupational nature. Where the business use, if any, is incidental and where the major use is of a social or domestic nature, Service is classified as Residential Service if installed in a residence. See also definition of Residential Service.

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Issued: September 7, 1999

Effective:

Issued By: @link Networks, Inc.  
20825 Swenson Drive, Suite 150  
Waukesha, WI 53186

2. REGULATIONS (con't)

2.1 Definitions (con't)

Cancellation of Order: A Customer initiated request to discontinue processing a Service Order, either in part or in its entirety, prior to its completion. Cancellation charges will be assessed for each Circuit-end or Dedicated Access line cancelled from an order prior to its completion by Company, under the following circumstances: (1) if the Local Access Provider has confirmed in writing to the Company that the Circuit-end or Dedicated Access line will be installed; and/or (2) if the Company has already submitted facilities orders to an interconnecting telephone company; and/or (3) in accordance with Section 2.4.1 Cancellation charges will be assessed for each Circuit comprising Interexchange Service subject to a Cancellation of Order in accordance with Section 2.

Channel or Circuit: A dedicated communications path between two or more points.

Communication Services: The Company's interstate private line interexchange Services.

Company: @link Networks, Inc., the issuer of this Tariff.

Customer: The person, firm, corporation, governmental unit or other entity (including the successors and assigns of such entities) which orders Service either for its own use as a resale carrier or as a non-profit manager of a sharing group and which is responsible for the payment of charges and for compliance with Company Tariff regulations.

Customer Premises/Customer's Premises: Locations designated by a Customer where Service is originated/terminated whether for its own communications needs or for the use of third parties.

DUC: Designated Underlying Carrier.

Expedite: A Service Order that is processed at the request of the Customer in a time period shorter than the Company standard Service interval.

Fiber Optic Cable: A thin filament of glass with a protective outer coating through which a light beam carrying communications signals may be transmitted by means of multiple internal reflections to a receiver, which translates the message.

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Issued: September 7, 1999

Effective:

Issued By: @link Networks, Inc.  
20825 Swenson Drive, Suite 150  
Waukesha, WI 53186

2. REGULATIONS (con't)

2.1 Definitions (con't)

Installation: The connection of a Circuit, Dedicated Access Channel, or port for new, changed or an additional Service.

Interexchange Service/(IXC): Interexchange Service means that portion of a Channel or Circuit between a Company designated Point-of-Presence in one exchange and a Company designated Point-of-Presence in another exchange.

Interruption: A condition whereby the Service or a portion thereof is inoperative beginning at the time of notice by the Customer to the Company that such Service is inoperative and ending at the time of restoration.

Joint User: A person, firm, or corporation that is designated by the Customer as a User of Services furnished to the Customer by @link Networks, Inc. and to whom a portion of the charges for the Service will be billed under a Joint User Arrangement as specified herein.

Nonrecurring Charges: One-time charges relevant to Service.

Payment Method: The manner in which the Customer is authorized by the Company to pay charges for Service.

Private Line: A Channel or Circuit dedicated to a particular customer without regard to actual use.

Recurring Charges: The monthly charges to the Customer for Services, facilities and equipment, that continue for the agreed upon duration of the Service.

Residential Applicant: A Residential Applicant is any individual who applies for Service under this Tariff whose primary use of the Service will be of a social or domestic nature.

Residential Customer: A Residential Customer is one who subscribes to the Company's Service(s) and whose primary use of the Service(s) is of a social or domestic nature.

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Issued: September 7, 1999

Effective:

Issued By: @link Networks, Inc.  
20825 Swenson Drive, Suite 150  
Waukesha, WI 53186

2. REGULATIONS (con't)

2.1 Definitions (con't)

Residential Service: Service is classified as Residential Service where the use is primarily of a domestic or social nature. Where the business use, if any, is incidental and where the major use is of a social or domestic nature, Service is classified as Residential Service if installed in a residence.

Restore: To make Service operative following an Interruption by repair, reassignment, re-routing, substitution of component parts, or otherwise, as determined by the carrier(s) involved.

Service: Service means any or all telecommunications service(s) provided to or obtained by Customer, any Authorized User or third party from the Company which is described in this Tariff as modified from time to time.

Service Commencement Date: The first day following the date on which the Company notifies the Customer that the requested service or facility is available for use, unless extended by the Customer's refusal to accept Service that does not conform to standards set forth in the Service Order or this Tariff, in which case the Service Commencement Date is the date of the Customer's acceptance. The Company and Customer may mutually agree on a substitute Service Commencement Date.

Service Order: The written request for Services executed by the Customer and the Company in the format devised by the Company. The signing of a Service Order by the Customer and acceptance by the Company initiates the respective obligations of the parties as set forth therein and pursuant to this Tariff, but the duration of the Service is calculated from the Service Commencement Date.

Shared: A facility of equipment system or subsystem that can be used simultaneously by several Customers.

User or End User: A Customer, Joint User, or any other person authorized by a Customer to use Service provided under this Tariff.

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## 2.2 Undertaking of the Company

2.2.1 Scope: The Company undertakes to provide Service in accordance with the terms and conditions set forth in this tariff and any Service Agreement executed by the Customer.

### 2.2.2 Availability of Service

(A) Service is available twenty-four (24) hours per day, seven (7) days per week, subject to transmission, atmospheric, topographic and like conditions.

(B) Service is subject to the availability of suitable facilities. The Company reserves the right to limit the length of communications or to discontinue furnishing Service because of (i) the lack of transmission medium capacity, (ii) the need to perform maintenance, modifications, upgrades, relocations or other similar activities necessary for the provision of Service or (iii) any cause beyond its control.

(C) The Company reserves the right to arrange for Service to be furnished through the facilities of another entity when necessary.

### 2.2.3 Liability of the Company

(A) Except as stated in this Section 2.2.3, the Company shall have no liability for damages, including without limitation direct, consequential, special, incidental or indirect damages, arising out of or related to events, acts, rights or privileges contemplated in this tariff.

(B) The liability of the Company for damages arising out of mistakes, interruptions, omissions, delays, errors or defects occurring in the course of establishing, furnishing, rearranging, changing, or terminating Service under this tariff, and not caused by the failure or negligence of

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2.2 Undertaking of the Company (con't)

2.2.3 Liability of the Company (con't)

the Customer, shall in no event exceed either (i) an amount equivalent to the proportionate charges the Company would assess the Customer for the period of Service during which such mistakes, interruptions, omissions, delays, errors or defects occur, or (ii) the monthly fee relating to the Service, whichever is less. No other liability in any event shall attach to the Company.

(C) The Company shall not be liable for any failure of performance hereunder due to causes beyond its control, including but not limited to acts of God, fire, flood or other catastrophes; any law, order, regulation, directive, action or request of the United States Government, or any other government, including federal, state and local governments having jurisdiction over the Company, or of any department, agency, commission, bureau, corporation or other instrumentality of any one or more of said governments, or of any civil or military authority; any national emergencies, insurrections, riots, wars; or any labor difficulties.

(D) The Company shall not be liable for any act or omission of any other entity furnishing to the Customer equipment, facilities or service used with the Service furnished in this tariff; nor shall the company be liable for any damages or losses due to the failure or negligence of the Customer or due to the failure of Customer-provided equipment or facilities.

(E) The Company is not liable for any damages, including usage charges, the Customer may incur as a result of the unauthorized use or the misuse of the Service. This unauthorized use or misuse includes, but is not limited to, the unauthorized use or misuse of Service by the Customer's employees, third parties, or the public. The Company does not warrant

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2.2 Undertaking of the Company (con't)

2.2.3 Liability of the Company (con't)

or guarantee that it can prevent unauthorized use or misuse.

- (F) There is no express or implied warranty or condition, whether of merchantability, fitness for a particular purpose or otherwise, to the extent applicable, with respect to the Service provided by the Company.

2.2.4 Claims

- (A) The Company shall be indemnified and saved harmless by the Customer from and against all loss, liability, damage and expense, including reasonable counsel fees, due to (A) claims for libel, slander, invasion of privacy, or infringement of copyright in connection with the material transmitted over the Company's Service or facilities; (B) claims for infringement of patent arising from the combination, connection or use of the Company's equipment, facilities or Service with Customer-provided equipment, facilities or services; and (C) any other claim resulting from any act or omission of the customer or patron(s) of the Customers relating to the use of the Company's Service or facilities.

- (B) Claims, actions or proceedings involving Tennessee subscribers who appeal to the Tennessee Regulatory Authority will be governed by the laws of the State of Tennessee and venue for such claims will be in the State of Tennessee.

2.2.5 Provision of Equipment and Facilities

- (A) Except as otherwise indicated, Customer-provided equipment and facilities used in connection with this Service shall be so constructed, maintained and operated as to work satisfactorily with the Company's Service, equipment and facilities.

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2.5 Undertaking of the Company (con't)

2.2.5 Provision of Equipment and Facilities (con't)

- (B) The Company shall not be responsible for the installation, operation or furnishing of any Customer-provided equipment or facilities. Where such equipment or facilities are used in connection with the Service furnished pursuant to this tariff, the responsibility of the Company shall be limited to the furnishing of the Service under this tariff and to the maintenance and operation of such Service. The Company shall not be liable to the Customer if changes in any of the Company's equipment, facilities, operations or Service (i) renders obsolete any of the Customer-provided equipment or facilities; (ii) requires modification of the Customer-provided equipment or facilities; or (iii) otherwise affects the reception of signals by Customer-provided equipment or facilities.

2.3 Obligations of the Customer

2.3.1 Service Activation/Deactivation

- (A) To activate or change Service, the Company may require the Customer to execute a Service Agreement containing, but not limited to, the following information: (i) name; (ii) address; and (iii) telephone number.
- (B) The Customer may terminate Service by written notice delivered thirty (30) days prior to the end of the initial term, subject to full payment of the charges, including termination charges, for the Service rendered or, as applicable, for the minimum period or commitment. Cancellation notice and termination liabilities of the customer are as described in the customer contract.

2.3.2 Payment Arrangements

- (A) The Customer is responsible for payment of all charges for Service furnished by the Company to the Customer. This responsibility is not changed due to any unauthorized use or misuse of the Service by the Customer's employees, third parties, or the public.

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2.3 Obligations of the Customer (con't)

2.3.2 Payment Arrangements (con't)

Customer shall indemnify and hold the Company harmless from all costs, expenses, claims or actions arising from unauthorized use or misuse of any nature of the Service. The Customer shall not be excused from paying the Company for Service provided to the Customer or any portion thereof on the basis that unauthorized use or misuse occurred over the Service.

- (B) In cases where special construction or materials or unusual expenses are required to supply Service to the Customer, the Customer shall pay additional charges to compensate for the additional costs.
- (C) Federal, state and local sales, use, excise and other taxes, where applicable, shall be added to the charges contained therein, unless the Customer provides a properly executed certificate of exemption from such taxes. It shall be the responsibility of the Customer to pay these taxes and to accept the liability of any such unpaid taxes that may become applicable.
- (D) Charges for Service are payable in advance except for per minute or per call charges, if any, which are payable in arrears. Bills are due and payable when tendered and are payable at the business office of the Company or at any other office designated by the Company.
- (E) Interest, at the lesser of (i) the rate of one and one-half (1.5) percent or (ii) the highest rate allowed by law per month, may accrue upon any unpaid amount commencing thirty (30) days after the date of the invoice. If the Company initiates legal proceedings to collect any amount due hereunder and the Company substantially prevails in such proceedings, then the defendant Customer

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2.3. Obligations of the Customer (con't)

2.3.2 Payment Arrangements (con't)

shall pay the reasonable counsel fees and costs of the Company in prosecuting such proceedings and appeals therefrom.

- (F) Charges shall be deemed correct and properly billed if the Customer fails to notify the Company in writing with reasonable detail that it is disputing a particular charge within thirty (30) days after the date of the invoice.
- (G) A fee of \$20.00 will be charged for all returned checks.

2.3.3 Service Deposits

- (A) The Customer may be required to make a Service deposit if the Customer has not established its creditworthiness to the satisfaction of the Company.
- (B) Upon deactivation of Service or after a one-year period of non-delinquency in the payment for Service, the Customer may withdraw this deposit. The interest shall be paid by the Company at the rate of seven (7) percent on deposits.

2.3.4 Liability of the Customer

The Customer shall be liable for any damages to or loss of the Company's equipment, facilities or Service or for any injury to the Company's personnel caused by the negligence or willful act of the Customer's officers, employees, agents or contractors.

2.4 Confidential Information

The Customer shall submit to the Company true and exact information relating to its Service orders and shall advise the Company of any change in such information.

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2.4 Confidential Information (con't)

The Customer shall have authority to submit such information to the Company. All information exchanged between the Company and Customer shall be kept confidential except that the Company may make Customer information available where necessary to employees or agents of the Company for the purpose of providing Service.

2.5 Use of Service

- (A) The Service shall not be used for any unlawful purpose.
- (B) The Service shall be used in a manner consistent with the terms of this tariff and the policies and regulations of all federal, state and local governmental authorities having jurisdiction over the Service.
- (C) The Service or any rights associated therewith may not be assigned or in any manner transferred without the written consent of the Company.

2.6 Termination of Service for Cause

- (A) Upon non-payment of any regulated sum owing to the Company for more than forty-five (45) days beyond the date the bill for Service is mailed by the Company, or upon violation of any of the terms or conditions governing the furnishing of Service under this tariff, the Company may upon five (5) days prior written notice, terminate the furnishing of Service to the Customer under this tariff.
- (B) The Company reserves the right to terminate Service without notice if it deems such action necessary to protect against fraud or to protect its personnel, agents, equipment, facilities or Service.
- (C) Termination of Service for cause does not relieve the Customer of the obligation to pay all charges that have accrued under this tariff.

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## 2.7 Interruptions

Company keeps record of all service interruptions in its database log for retrieving customer information specific to service interruptions and its affected areas. Maintenance for service interruptions will be done at a time which causes minimal inconvenience to Customers. To the extent possible, Customers will be notified in advance of such extended maintenance requirements.

## 3. SERVICE OFFERINGS AND RATES

### 3.1 General

- (A) Service Charges are in addition to all other rates and charges that may be applicable for Service and equipment provided by the Company.
- (B) Service Charges:
  - (1) Miscellaneous - one charge covers all miscellaneous Services performed at the same time for each Service for which a separate monthly bill is rendered.
  - (2) Line Connection Charge - the charge for performing all or part of the operations associated with the connection of a Central Office line or provision of network access.
  - (3) Station Handling Charge - the charge applicable for connection, moving or changing a keyless set.
  - (4) Restoration of Service Charge:
    - (a) Restoration of Service will be subject to a Service Charge if Company suspends service due to nonpayment and the Service has been disconnected.

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3. SERVICE OFFERINGS AND RATES (con't)

3.1 General (con't)

B. Service Charges: (con't)

(4) Restoration of Service Charge: (con't)

- (b) When Service is rendered inoperative by causes beyond the control of the Customer, excluding theft, the Company will reestablish Service at the same or different location, at the option of the Customer, without Service or Installation Charges.

3.2 xDSL Connection Charge

(A) Per Access line or Data Connection - Residence

	<u>Minimum</u>	<u>Maximum</u>
(1) Central Office Work Charge	\$350.00	\$ 450.00
(2) New Line Connection Charge	\$350.00	\$1,500.00

(B) Per Access Line or Trunk - Business

	<u>Minimum</u>	<u>Maximum</u>
(1) Central Office Work	\$ 0.00	\$ 450.00
(2) New Line Connection Charge	\$ 0.00	\$1,500.00

3.3 Restoration Charge

(A) Temporary Suspension at Customer's Request

(1) Nonrecurring Charge Per xDSL Line Restored	<u>Minimum</u>	<u>Maximum</u>
	\$350.00	\$ 950.00

(2) Nonpayment

In the event Service is temporarily interrupted for nonpayment, such Service will be restored upon payment of charges due or, at the discretion of the Company, a substantial portion thereof, and in

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3.3 Restoration Charge (con't)

(A) Temporary Suspension at Customer's Request (con't)

(2) Nonpayment (con't)

addition, charges as specified following will be applicable to restore such Services.

Charge per xDSL Line Restored	<u>Minimum</u>	<u>Maximum</u>
	\$950.00	

3.4 xDSL Trunk Service

xDSL Trunk Service provides a Customer with a digital connection operating at varying data rates and effective distance. Each line connection provides 1.5 Mbps downstream and 16 Kbps upstream at 18,000 feet. High Data Rate Digital Subscriber Line (HDSL) uses two (2) pair lines and achieves rates of 1.544 Mbps, equivalent to a T-1 Trunk. Single Line DSL (SDSL) is similar to HDSL, but uses only one (1) pair line. SDSL can achieve the same throughput as HDSL with half the lines, but at shorter distances - 10,000 feet compared to 12,000 feet for HDSL. Very High Data Rate Digital Subscriber Line (VDSL) is used for the very shortest distances and can achieve speeds of 13 Mbps under 4,000 feet and up to 52 Mbps at 1,000 feet. Each line connection provides access to wide area network or Internet connection over a high speed unbundled pair of copper lines.

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3.4 xDSL Trunk Service (con't)

Non-Recurring and Monthly Recurring Rates per xDSL Trunk per Point. Apply as follows:

<u>Per Trunk</u>	<u>Non-Recurring</u>	<u>Monthly Recurring</u>
SDSL - 384 kbps	<u>\$500 - \$1,850</u>	<u>\$ 89 - \$299</u>
SDSL - 768 kbps	<u>\$500 - \$1,850</u>	<u>\$ 109 - \$450</u>
ADSL - 1.6 mbps	<u>\$500 - \$2,850</u>	<u>\$ 109 - \$589</u>
DSL - 2.5 mbps	<u>\$500 - \$2,850</u>	<u>\$109 - \$1,350</u>
ADSL - 4 mbps	<u>\$500 - \$2,850</u>	<u>\$300 - \$1,600</u>
ADSL - 5 mbps	<u>\$500 - \$2,850</u>	<u>\$300 - \$1,800</u>
ADSL - 7 mbps	<u>\$500 - \$2,850</u>	<u>\$450 - \$2,300</u>
HDSL - 1.5 mbps	<u>\$2,450</u>	<u>\$ 549.00</u>
VDSL - 10 mbps	<u>\$4,000*</u>	<u>\$ 2,000.00*</u>

\*VDSL is not available at this time. Pricing is estimated for future availability.

## 4. PROMOTIONAL OFFERINGS

The Company may offer special promotions to its Customers waiving certain charges or offering services at special rates. Promotional discounts include but are not limited to reduced monthly rates or charges, incentive subscription bonuses, free Service periods, full or partial waivers of installation charges, or any combination thereof. The maximum length of a promotion will be ninety (90) days and may be extended at the Company's discretion. Promotional offerings are subject to filing and approval by the Tennessee Regulatory Authority and such filings of promotional offerings to the Authority is fifteen (15) days prior to effective date of promotions.

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5. SPECIAL CUSTOMER ARRANGEMENTS

- 5.1 Special Customer Arrangements may include engineering, conditioning, installation, construction, facilities, assembly, purchase or lease of facilities, and/or other special services. Appropriate recurring and/or non-recurring charges will be developed accordingly.
- 5.2 Each Specialized Customer Arrangement (SCA) is an individually negotiated contract offering tailored to meet the telecommunications needs of the customer for whom the offering was designed. Each SCA contains a service, or combination of services, and includes supplemental terms and conditions. Unless otherwise specifically provided for, each SCA is available to all similarly situated customers for a period of thirty (30) days following the date of issue of the tariff provision reflecting the SCA or the SCA contract date of the initial customer for whom the SCA was designed, whichever comes first, and the Customer must agree to service installation no later than thirty (30) days following enrollment in the SCA. When SCA terms and conditions not affecting charges are inconsistent with this tariff, the terms and conditions of the SCA will control.
- 5.3 Special conditions exist with Customers who use xDSL Service to access a wide area network application. Site specific pricing and interstate data link cost determined by mileage requirements are calculated to create a virtual private network pipeline connection.

295199.1

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**EXHIBIT 7**

**Sample Bill**

@link Networks, Inc.  
20825 SWENSON DR  
SUITE 150  
WAUKESHA, WI 53186  
(414) 717-2000

INVOICE

INVOICE    INV00170  
  
DATE  
XX/XX/XX

BILL TO:

CUSTOMER NAME  
ATTN:  
CUSTOMER ADDRESS  
CITY, STATE, ZIP

SHIP TO:

CUSTOMER NAME  
CUSTOMER ADDRESS  
CITY, STATE, ZIP

CUSTOMER ID	PAYMENT TERMS	BILLING PERIOD	PO NUMBER	ORDER NUMBER
XXX111	UPON RECEIPT	XXXXXX	XXXXXX	XXXXXX

QTY	ITEM NUMBER	DESCRIPTION	UNIT PRICE	EXT. PRICE
1	DSL SETUP	CUSTOMER SET UP/ INSTALLATION	XXX	XXX
1	DSL10000-BW	DSL BANDWIDTH MONTHLY SERVICE	XXX	XXX

If you have any questions, please call 1-888-375-9750  
to speak with a Customer Service Representative

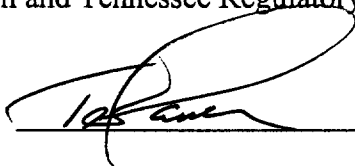
SUBTOTAL	XXX
MISC	0.00
TAX	0.00
FREIGHT	0.00
TRADE DISCOUNT	0.00
TOTAL	\$0.00

**VERIFICATION**


STATE OF WISCONSIN           )  
                                          ): SS  
COUNTY OF WAUKESHA       )

I, Ted Lasser, being first duly sworn, do hereby depose and state that:

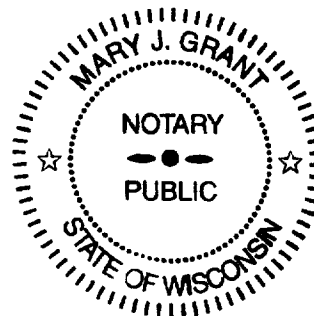
1. I am President of @link Networks, Inc. ("@link"), and am authorized to make this Verification on behalf of @link.
2. I have read the foregoing Application and exhibits and know the contents thereof.
3. The facts contained in the Application and exhibits are true and correct to the best of my knowledge, information, and belief.
4. @link will operate in compliance with all applicable federal and state laws and all Federal Communication Commission and Tennessee Regulatory Authority rules.

  
\_\_\_\_\_

Sworn and Subscribed to me on this 17th day of August, 1999.

  
\_\_\_\_\_  
Notary Public

My Commission expires: Feb. 16, 2003



# **CERTIFICATE OF SERVICE**

I, Jeanie W. Smith, hereby certify that on this 3<sup>rd</sup> day of September 1999, a copy of the

foregoing notice was served via first class U.S. Mail on the following:

Patrick Turner  
BellSouth Telecommunications, Inc.  
333 Commerce Street, Suite 2101  
Nashville, Tennessee 37201-3300

C. Steve Parrott  
United Telephone, S.E., Inc.  
14111 Capital Boulevard  
Wake Forest, North Carolina 27587-5900

Richard Tettlebaum  
Citizens Telecom  
1400 16<sup>th</sup> Street N.W., Suite 500  
Washington, D.C. 20036

Jeanie W. Smith

**NOTICE OF APPLICATION**

**TO:** BellSouth, United Telephone and Citizens Telecom

**FROM:** Katherine A. Rolph, Esq.

**DATE:** September 3, 1999

**RE:** Application of @link Networks, Inc. for a Certificate of Public Convenience and Necessity to Provide Local Exchange and Interexchange Telecommunications Services Throughout the State of Tennessee

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This is to notify you that the above-referenced telecommunications application was filed with the Tennessee Regulatory Authority on September 3, 1999. A copy of the application may be obtained from the Authority.